



# Group Whistleblower Policy

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## 1 Policy purpose and application

*GrainCorp* is committed to the protection of individuals who disclose information about illegal or improper conduct occurring within *GrainCorp*. This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by whistleblowers without fear of reprisal or detrimental treatment.

This policy sets out:

- who is entitled to protection as a *whistleblower* under this policy;
- the protections *whistleblowers* are entitled to under this policy; and
- how disclosures made by whistleblowers in accordance with this policy will be handled by *GrainCorp*.

All *officers*, employees and contractors of *GrainCorp* must comply with this policy.

This policy is available in the Corporate Governance section of our website ([www.graincorp.com.au](http://www.graincorp.com.au)).

## 2 Who is eligible for whistleblower protection under this policy?

To be treated as a *whistleblower* under this policy you must:

- be one of the individuals set out in section 2.1;
- disclose information regarding the type of matters set out in section 2.2; and
- disclose that information to one of the persons set out in section 2.3.

This policy also protects those who are entitled to *whistleblower* protection under the *Australian whistleblower laws* (see section 7 and Schedule 2 of this policy).

### 2.1. Who may make a disclosure?

Disclosures can be made by a current or former:

- *officer* or employee of *GrainCorp*;
- contractor or supplier of goods and services to *GrainCorp*, including current and former employees of the contractor or supplier;
- *associate* of *GrainCorp*; or
- *family member* of an individual mentioned above.

The above persons are eligible whistleblowers and may also be protected by *Australian whistleblowing laws* (see Schedule 2 of this policy for more information).

You may choose to disclose information anonymously if you wish.

### 2.2. What types of matters can be disclosed?

Disclosures can be about improper conduct which you suspect on reasonable grounds has occurred or is occurring within *GrainCorp*, including conduct by an *officer* or employee of *GrainCorp*.

Examples of disclosable matters include:

- misconduct or an improper state of affairs or circumstances in relation to *GrainCorp*, including in relation to:
  - corporate governance;
  - accounting or audit matters;
  - *tax affairs*, or the *tax affairs* of an *associate* of *GrainCorp*; or
  - substantial mismanagement of *GrainCorp* resources;
- illegal conduct at *GrainCorp*, or by an *officer* or employee of *GrainCorp*, such as fraud, corruption, bribery, theft, violence, harassment or intimidation, criminal damage to property or other breaches of applicable laws;
- conduct that is contrary to, or a breach of, our policies (including our Code of Conduct which is available under the Corporate Governance section of our website ([www.graincorp.com.au/about-graincorp/company](http://www.graincorp.com.au/about-graincorp/company)) or this policy);
- conduct at *GrainCorp* that represents a danger to the public (including public health, safety or the environment) or the financial system;
- conduct at *GrainCorp* which amounts to an abuse of authority; or
- conduct which may cause financial loss to *GrainCorp* or damage to its reputation or be otherwise detrimental to *GrainCorp's* interests.

Personal work-related grievances are grievances about something in relation to your current or former employment or engagement that have implications for you personally (for example, a decision concerning the terms of your employment or a promotion). Personal work-related grievances will not generally be reportable under this policy and instead such matters will be dealt with in accordance with *GrainCorp's* Preventing Workplace Harassment and Bullying Policy and the Grievance Management and Resolution Guidelines (as amended and/or updated from time to time).

There may, however, be circumstances where personal grievances are covered by this policy, for example, if the matter relates to both a personal work-related grievance and a matter that would otherwise be covered by this policy, or relates to *detriment* that has been suffered or is threatened because an individual has raised a concern under this policy.

### 2.3. Who should I disclose to?

To ensure appropriate escalation and timely investigation of matters under this policy, *GrainCorp* encourages reports to be made in writing or by phone to:

- the “FairCall” Hotline Service, which is an independent external service operated by KPMG on behalf of *GrainCorp*; or
- a *Disclosure Coordinator*.

The “FairCall” Hotline Service can be contacted by:

Toll Free Number:	Australia 1800 500 965
	New Zealand 0800 100 526
	Canada 1800 888 800

	United Kingdom 0800 729 5088 Singapore 8000 112 112
Email:	faircall@kpmg.com.au (all jurisdictions other than China) report@ethics-hotline.com (for Chinese disclosures)
Online:	All jurisdictions (except China): <a href="http://faircall.kpmg.com.au">http://faircall.kpmg.com.au</a>  China: By email only
Mail:	The FairCall Manager KPMG Forensic PO Box H67 Australia Square Sydney NSW 1213 AUSTRALIA

Subject to the confidentiality obligations in section 3, the FairCall operator will provide the details of your disclosure to a *Disclosure Coordinator*.

Our ***Disclosure Coordinators*** are:

- the Company Secretary; and/or
- the Group General Counsel.

Please refer to Schedule 1 (Contact Details) for details of our *Disclosure Coordinators*.

The role of the *Disclosure Coordinators* is to ensure that the information is heard by *GrainCorp* and proper follow-up occurs, as well as to ensure that you feel supported and protected.

People must not discourage any individual from making a report and to do so will itself breach this policy. If any person is told not to raise or pursue a concern, even by their manager or a person in authority, they are encouraged to make a further disclosure to a different recipient.

While we encourage you to make a disclosure to one of the recipients listed above, there are certain other people to whom you can report and still receive the legal protections described in section 4 below, who are listed in Schedule 2.

#### 2.4. What information should I provide?

You should provide as much information as possible, including details of the potential improper conduct, people involved, dates, locations and if any more evidence may exist. You will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will still be protected under this policy even if the information turns out to be incorrect. However, you obviously must not make a report that you know is not true or is misleading.

You are encouraged to feel supported and safe in providing information, and to consent to the limited sharing of your identity. This will assist *GrainCorp* to protect and support you in relation to your disclosure and facilitate *GrainCorp* in investigating, reporting and taking action arising as a result of your disclosure. If you do



provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator).

However, you may choose to make an anonymous report if you do not want to reveal your identity.

Please be aware that if you do not consent to the limited sharing of your identity as needed, this may limit *GrainCorp's* ability to progress your disclosure and take any action in respect of your disclosure, including offering you support. You will still be entitled to protections under the law, as applicable (see Schedule 2 of this policy).

### 3 Confidentiality

#### 3.1. *Whistleblower* identity must be kept confidential

Subject to section 3.2, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential unless:

- the *whistleblower* has consented to the disclosure;
- the disclosure is allowed or required by law (for example, the disclosure by *GrainCorp* to a lawyer in order to get legal advice); or
- in the case of information likely to identify the whistleblower, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out the *whistleblower's* identity.

#### 3.2. Protecting *whistleblower* identity

*GrainCorp* will look to protect the identity of *whistleblowers*. *GrainCorp* may adopt some or all of the following measures, as appropriate in the circumstances:

- using a pseudonym in place of your name;
- redacting personal information or references to you;
- referring to you in a gender neutral context; and
- limiting access to all information relating to a disclosure to those involved in managing and investigating the report.

### 4 Prohibition against detriment

No person at *GrainCorp* may cause or threaten any *detriment* to any person for a reason which includes that they or any other person:

- is or proposes to be a *whistleblower*; or
- is suspected or believed to be, or could be, a *whistleblower*.

“**detriment**” includes (but is not limited to):

- dismissal;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination, harassment or intimidation;

- harm or injury including psychological harm;
- damage to property, reputation or business of financial position; or
- taking action against a *whistleblower* to enforce a right (for example, a breach of confidentiality) or subjecting them to any liability or action simply because they have made a disclosure.

You should tell a *Disclosure Coordinator* if you or someone else, is being (or has been) subject to detriment, or if you are concerned that you may be victimised.

Protections may include the following, in *GrainCorp's* discretion and as appropriate in the circumstances:

- monitoring and managing the behaviour of other employees;
- relocating employees to a different division, group or office (if practicable);
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- a *whistleblower* who is a current or former employee may access *GrainCorp's* Employee Assistance Program; and/or
- rectifying any *detriment* that you have suffered.

## 5 Investigations of information disclosed under this policy

When a disclosure is made which may fall under this policy, the following steps must be followed except where, in the opinion of the *Disclosure Coordinator*, it would be inappropriate or unreasonable in the circumstances to do so:

1. if the disclosure is made to FairCall or any other recipient, the information must be provided to a *Disclosure Coordinator* as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential *whistleblower*) prior to doing so (unless the potential *whistleblower* has provided their consent to that disclosure);
2. as soon as practicable, the *Disclosure Coordinator* responsible for the matter must determine whether the disclosure falls within the scope of this policy and, if so, consider the appropriate response to the report, which may vary depending on the nature of the report and the amount of information provided. This may include appointing an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate;
3. the investigator must conduct any investigation in an objective, fair and timely manner. Unless there are confidentiality or other reasons not to do so, any employee who has been adversely mentioned in information provided by a *whistleblower* will be given an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
4. the outcome of the investigation must be reported to the Board or its delegated subcommittee, and if appropriate may be reported to the *whistleblower* and any persons affected as the *Disclosure Coordinator* considers appropriate;
5. subject to the exceptions allowed under section 3.1 of this policy or otherwise by law, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a *whistleblower* will be identified; and
6. a *whistleblower* may raise any concerns or complaints regarding this policy or their treatment with the *Disclosure Coordinator*.

Where an investigation identifies a breach of *GrainCorp's* Code of Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of a person(s) involved in any misconduct.

## 6 Reporting to the Board or its delegated committee

Subject to the confidentiality obligations in section 3, the Company Secretary must provide the Board, or a delegated standing Board committee, quarterly reports on all material *whistleblower* matters, including information on:

- the status of any investigations underway; and
- the outcomes of any investigations completed and actions taken as a result of those investigations.

## 7 How this policy interacts with Australian whistleblower laws

By making a disclosure in accordance with this policy, you may be afforded protection under *Australian whistleblower laws*.

While this policy principally deals with internal disclosures of information, *Australian whistleblower laws* also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission (**ASIC**), to the Australian Commissioner of Taxation, members of parliament or journalists). Any person who is a *whistleblower* under *Australian whistleblower laws* must be treated in accordance with, and is entitled to, protections afforded by, this policy.

For more information about these laws, see Schedule 2.

## 8 Policy Review

This policy must be reviewed by the Audit and Risk Committee at least every 2 years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated subcommittee.

The Company Secretary is hereby authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

## 9 Consequences for non-compliance with policy

Any breach of this policy by an *officer*, employee or contractor will be taken seriously by *GrainCorp*, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the *Australian whistleblower laws*, giving rise to significant penalties.



## 10 Definitions

Unless the context requires, italicised terms in this policy have the following meaning:

**associate** means any individual who is:

- an *associate* within the meaning of the *Corporations Act*; or
- if the disclosure relates to our *tax affairs*, an *associate* within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

**Australian whistleblower laws** means either or both of regimes contained in Part 9.4AAA of the *Corporations Act* and Part IVD of the *Taxation Administration Act 1953* (Cth).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**detriment** has the meaning given in section 4 of this policy.

**Disclosure Coordinators** means the person(s) identified in section 2.3 of this policy.

**family member** means a:

- *spouse*, parent, child, sibling or other *relative* of an individual; or
- dependent of the individual or their *spouse*.

**GrainCorp** means GrainCorp Limited and its related bodies corporate.

**officer** has the same meaning as in the *Corporations Act* (which includes but is not limited to directors and company secretaries).

**relative** has the same meaning as in the *Corporations Act*.

**senior manager** means any member of our Executive Leadership Team (being those persons, other than a director or company secretary, *GrainCorp* considers make, or participate in making, decisions that affect the whole, or substantial part, of the *GrainCorp* or have the capacity to affect significantly *GrainCorp's* financial standing).

**spouse** means the married, de facto or registered partner of the individual.

**tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.

**whistleblower** means a person who is eligible for protection as a whistleblower under this policy or under the *Australian whistleblower laws*.

## Schedule 1 Contact details

The contact details for *GrainCorp's Disclosure Coordinators* as at March 2024 are:

<b>Company Secretary</b>	<b>Group General Counsel</b>
Level 20, Tower 2, International Towers 200 Barangaroo Avenue BARANGAROO NSW 2000 Telephone: +61 2 9325 9100 Email: <a href="mailto:companysecretary@graincorp.com.au">companysecretary@graincorp.com.au</a>	Level 20, Tower 2, International Towers 200 Barangaroo Avenue BARANGAROO NSW 2000 Telephone: +61 2 9325 9100 Email: <a href="mailto:stephanie.belton@graincorp.com.au">stephanie.belton@graincorp.com.au</a>

## Schedule 2 Protections provided by law

### A. Additional legislative protections

Under Australian law, including the *Corporations Act*, legislative protections for speaking up are available to certain persons (including current and former employees, *officers*, contractors, suppliers, employees of suppliers, *associates*, as well as these people's relatives and dependants) who make a protected disclosure to certain people.

You are encouraged to speak up and make a disclosure under this policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than *Disclosure Coordinators*). If you make a protected disclosure under the law that does not comply with this policy, you will still be entitled to the legal protections. A disclosure can qualify for protection under the *Corporations Act* even if it is made anonymously or turns out to be incorrect.

Please contact a *Disclosure Coordinator* if you would like more information about legal protections.

### B. Protected disclosures

To be a protected disclosure qualifying for protection under the *Corporations Act*, the disclosure must relate to a disclosable matter and be made to an eligible recipient under the *Corporations Act*. A matter that is disclosed under this policy but which does not meet these criteria will not qualify for protection under the *Corporations Act*. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
<p><b>General disclosable matters</b></p> <ul style="list-style-type: none"> <li>• Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate</li> <li>• Information that the Company or a related body corporate, or any <i>officer</i> or employee of the Company or a related body corporate, has engaged in conduct that:               <ul style="list-style-type: none"> <li>- contravenes or constitutes an offence against certain legislation (e.g. the Act); or</li> <li>- represents a danger to the public or the financial system; or</li> <li>- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more</li> </ul> </li> </ul> <p>Note that personal work-related grievances are not protected disclosures under the law, except as noted below.</p>	<p><b>Recipients for any general disclosable matters</b></p> <ul style="list-style-type: none"> <li>• A person authorised by the Company to receive protected disclosures – i.e. <i>Disclosure Coordinators</i> or the “FairCall” Hotline Service under this policy (see section 2.3)</li> <li>• An <i>officer</i> or <i>senior manager</i> of the Company or a related body corporate</li> <li>• An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate</li> <li>• An actuary of the Company or a related body corporate</li> <li>• ASIC, APRA or another Commonwealth body prescribed by regulation</li> <li>• A legal practitioner for the purposes of obtaining legal advice or legal representation (even if the legal practitioner concludes the disclosure does not relate to a disclosable matter)</li> <li>• Journalists or parliamentarians, under certain circumstances allowing emergency and public interest disclosures. It is important for you to understand the criteria for making a public</li> </ul>

	<p>interest or emergency disclosure before doing so. Please contact the Company's Group General Counsel if you would like more information about emergency and public interest disclosures</p>
<p><b>Tax-related disclosable matters</b></p> <ul style="list-style-type: none"> <li>Information about misconduct, or an improper state of affairs or circumstances, in relation to the <i>tax affairs</i> of the Company or an <i>associate</i>, which the employee considers may assist the recipient to perform functions or duties in relation to the <i>tax affairs</i> of the Company or an <i>associate</i></li> </ul>	<p><b>Recipients for any tax-related disclosable matters</b></p> <ul style="list-style-type: none"> <li>A person authorised by the Company to receive reports of tax-related disclosable matters</li> <li>An auditor, or a member of an audit team conducting an audit, of the Company</li> <li>A registered tax agent or BAS agent who provides tax services or BAS services to the Company</li> <li>A director, secretary or <i>senior manager</i> of the Company</li> <li>An employee or <i>officer</i> of the Company who has functions or duties that relate to the <i>tax affairs</i> of the Company</li> <li>A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>
<p><b>Further tax-related information</b></p> <ul style="list-style-type: none"> <li>Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company or an <i>associate</i></li> </ul>	<p><b>Recipients for any further tax-related information</b></p> <ul style="list-style-type: none"> <li>Commissioner of Taxation</li> <li>A legal practitioner for the purpose of obtaining legal advice or legal representation</li> </ul>

#### Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns *detriment* to you because you have or may be considering making a disclosure; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a 'personal work-related grievance' if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct or alleged conduct that represents a danger to the public or financial system; or
- concerns conduct or alleged conduct prescribed by the regulations.

### C. Specific protections and remedies

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position;
- exemplary damages; and
- any other order the court thinks appropriate.

You are also protected from the following in relation to a protected disclosure you make:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the disclosure against you in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, you will not have immunity for any misconduct you have engaged in that is revealed in a disclosure.

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